

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
)  
)  
W.R. GRACE & CO., et al., ) Case no. 01-01139 (JFK)  
) Jointly Administered  
) Re: Docket No. 7753 and  
Debtors ) 4/25/05 Agenda Item 18

Presented at Hearing 4/24/05

**ORDER AUTHORIZING DEBTORS TO ENTER INTO (A) AN EMPLOYMENT AGREEMENT WITH ITS CURRENT CHIEF OPERATING OFFICER UNDER WHICH HE WOULD ASSUME THE POSITION OF CHIEF EXECUTIVE OFFICER OF THE DEBTORS ("CEO") AND (B) A POST-RETIREMENT AGREEMENT WITH THE CURRENT CEO WHEREBY HE WOULD PROVIDE CONSULTING SERVICES RELATED TO DEBTORS' CHAPTER 11 CASES**

Upon the motion (the "Motion")<sup>1</sup> of the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors") seeking entry of an order under sections 105(a) and 363(b) of the Bankruptcy Code authorizing the Debtors to enter into an employment agreement with the current President and Chief Operating Officer of the Debtors to become the CEO of the Debtors, and to enter into a post-retirement agreement with the current CEO of the Debtor's to provide consulting services regarding the Chapter 11 Cases; and it appearing that the Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and this Motion is properly in this district and pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been given; and objections to the Motion having been filed by the Asbestos Property Damage Committee, the Asbestos Personal Injury Committee and the Future Claims

<sup>1</sup> Any term not defined herein shall have the meaning ascribed thereto in the Motion.

Representative (collectively, the "Objections"); and the Debtors having filed a Revised Employment Agreement for the CEO (the "Revised CEO Agreement"); and it appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefore, it is hereby;

ORDERED that the Objections are overruled and the Motion is granted; and it is further

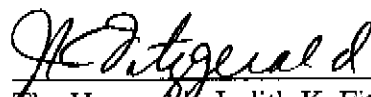
ORDERED that the Debtors are authorized to enter into the Revised CEO Agreement, a copy of which is attached hereto as Exhibit A, and the Norris Consulting Agreement; and it is further

ORDERED that the Debtors are authorized to take any and all actions that are contemplated by the Motion or necessary to effectuate this order; and it is further

ORDERED that, notwithstanding the possible applicability of Fed.R.Bankr.P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: April 24, 2005



The Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge